

**IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

PHILLIP KASSAI,

Plaintiff,

-against-

DRINKS AMERICAS HOLDINGS, LTD.,

Defendant.

-X  
:  
: CIVIL ACTION NO.  
: 07-cv-5590 (RMB)

**DECLARATION OF SHELDON H. GOPSTEIN IN SUPPORT OF  
DEFENDANT’S MOTION FOR SUMMARY JUDGMENT**

I, Sheldon H. Gopstein, declare pursuant to 28 U.S.C § 1746 as follows:

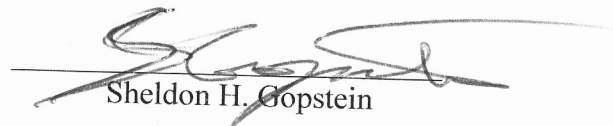
1. I am the attorney for Defendant Drinks Americas Holdings, Ltd. (“Drinks Americas”), and I submit this Declaration in support of Defendant’s motion for summary judgment.
2. A true and correct copy of the Investment Banking Agreement between Drinks Americas and Sloan Securities Corp. dated December 27, 2004 is attached hereto as Exhibit A.
3. A true and correct copy of the Bridge Financing Term Sheet dated December 27, 2004 is attached hereto as Exhibit B.
4. A true and correct copy of the Amendment to the Investment Banking Agreement between Drinks Americas and Sloan Securities Corp., dated February 24, 2005 is attached hereto as Exhibit C.
5. A true and correct copy of the deposition of James Ackerman is attached hereto as Exhibit D.

6. A true and correct copy of the deposition of Phillip Kassai is attached hereto as Exhibit E.
7. A true and correct copy of an e-mail from Sloan Securities Corp to their escrowee dated March 9, 2005 is attached hereto as Exhibit F.
8. A true and correct copy of an e-mail from Sloan Securities Corp to their escrowee dated March 21, 2005 is attached hereto as Exhibit G.
9. A true and correct copy of an e-mail from Sloan Securities Corp to their escrowee dated April 5, 2005 is attached hereto as Exhibit H.
10. A true and correct copy of an e-mail from Sloan Securities Corp to their escrowee dated April 15, 2005 is attached hereto as Exhibit I.
11. A true and correct copy of an e-mail from Sloan Securities Corp to their escrowee dated May 5, 2005 is attached hereto as Exhibit J.
12. A true and correct copy of the affidavit of Daniel Myers, dated December 12, 2007, is attached hereto as Exhibit K.
13. A true and correct copy of the Stock Purchase Warrant, dated May 9, 2005, is attached hereto as Exhibit L.
14. A true and correct copy of the deposition of Bruce Klein is attached hereto as Exhibit M.
15. A true and correct copy of and Investment Banking Agreement between Drinks Americas and Sloan Securities Corp., dated October 2005, is attached hereto as Exhibit N.
16. A true and correct copy of an agreement between Philip Kassai and Sloan Securities Corp., dated June 15, 2006, is attached hereto as Exhibit O.

17. A true and correct copy of a letter sent by Sloan Securities Corp. to Drinks Americas, dated December 16, 2006, is attached hereto as Exhibit P.
18. A true and correct copy of a letter sent by Sloan Equity Partners LLC to Drinks Americas, dated January 25, 2007, is attached hereto as Exhibit Q.
19. A true and correct copy of a letter sent by Sloan Securities Corp. to Drinks Americas, dated April 2, 2007, is attached hereto as Exhibit R.
20. The affidavit of J. Patrick Kenny, dated March 28, 2008, is attached hereto as Exhibit S.

I declare under penalty of perjury that the foregoing statements made by me are true. I am aware that if any of the foregoing statements are willfully false, I am subject to punishment.

Executed this 28<sup>th</sup> day of March, 2008 in New York, New York.

  
Sheldon H. Gopstein